

FEDERAL COMMUNICATIONS COMMISSION

Washington, D. C. 20554

JUL 17 2001

OFFICE OF
MANAGING DIRECTOR

no action
necessary
86-285

Tina M. Pidgeon, Esquire
Drinker Biddle & Reath LLP
1500 K Street, N.W., Suite 1100
Washington, D.C. 20005

RE: Petition of Chapter 7 Trustee for Waiver and Deferral of Application Filing Fees in Connection with FCC Form 603 and FCC Form 312. (TSR Wireless), Fee Control Number 00000RROG-00-012

Dear Ms. Pidgeon:

We reviewed your petition that we waive the filing fees related to the pending applications for transfer of control of licenses by TSR Wireless LLC to the Chapter 7 Trustee and further, that we defer payment of the fees until we reach a decision on the request for waiver. The fees applicable to the transfers equal \$40,570.

Based on your submitted proof that TSR Wireless LLC has filed for bankruptcy pursuant to Chapter 7 of the Federal Bankruptcy Code of the United States, we find that it establishes good cause for waiver of the filing fees for FCC Form 603 and FCC Form 312. Cf. *Implementation of Section 9 of the Communications Act Assessment and Collection of Regulatory Fees for the 1994 Fiscal Year*, 10 FCC Rcd 12759, 12762 (1995) (finding evidence of bankruptcy or receivership sufficient to establish financial hardship for purposes of waiver of regulatory fees). Moreover, waiver of the fee will serve the public interest by enabling TSR to preserve assets that may accrue to creditors. Thus, under the circumstances of this case, we find that waiver of the filing fee is appropriate. As it was also appropriate to the case based on the submitted documentation, we deferred payment of the fees pending our disposition of the waiver request.

If you have any questions concerning this letter, you may write me at the Commission or call the Revenue and Receivables Operations Group at (202) 418-1995.

Sincerely,



fr. Mark Reger
Chief Financial Officer

Before the
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, D.C. 20554

In the Matter of)
)
Petition of Chapter 7 Trustee for)
Waiver and Deferral of)
Application Fees in Connection with)
FCC Form 603 (Application for)
Assignments of Authorization and)
Transfers of Control) and FCC Form)
312 (Application for Satellite Space)
and Earth Station Authorizations for)
Transfers of Control or Assignment))

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ASSOC. MGR. DIR.
FINANCIAL OPERATIONS
(442-FO)

**Petition of Chapter 7 Trustee for Waiver and Deferral of Application
Filing Fees in Connection with FCC Form 603 and FCC Form 312**

To the Managing Director:

Pursuant to Section 1.1117 of the Commission's Rules, Charles M. Forman, Chapter 7 Trustee (the "Trustee") for TSR Wireless LLC ("TSR Wireless"), by his attorneys, respectfully requests that the Commission waive the filing fees relating to the pending applications for the transfer of control of the licenses held by TSR Wireless to the Trustee. The Trustee also requests that the payment of the filing fees be deferred until July 2, 2001, or such time as the Commission acts on the Trustee's request to waive such fees, whichever date occurs first.

I. Introduction

TSR Wireless and one of its member companies, TSR Wireless Holdings LLC, filed for bankruptcy pursuant to Chapter 7 of the Federal Bankruptcy Code in the United States Bankruptcy Court for the District of New Jersey in Newark, New Jersey on

December 8, 2000.¹ Following TSR Wireless' Chapter 7 bankruptcy petition filing, the U.S. Department of Justice appointed a trustee, Charles M. Forman, Esq., to oversee the collection, sale, and distribution of the non-exempt property of TSR Wireless.

Consequently, the Trustee requested permission from the Court to operate the business of TSR Wireless "in order to avoid the disruption of service to its paging customers and to avoid the loss of its valuable FCC licenses."² Pursuant to Section 721 of the Federal Bankruptcy Code (11 U.S.C. § 721), the Trustee has been authorized to operate the business of TSR Wireless until April 7, 2001.³

In light of the bankruptcy petition of TSR Wireless, TSR Wireless and the Trustee have filed applications with the Commission for the transfer of control of TSR Wireless' FCC licenses from TSR Wireless Holdings LLC to the Trustee.⁴ The application filing fees associated with the FCC Form 603 and FCC Form 312 total \$40,570.00.⁵

II. Waiver and Deferral of Filing Fees

The Trustee requests a waiver and deferral of the filing fees for the applications for the transfer of control of TSR Wireless' licenses to the Trustee because, as explained

¹ In re TSR Wireless LLC, Case No. 00-41857 (filed Dec. 8, 2000); In re TSR Wireless Holdings LLC, Case No. 00-41858 (filed Dec. 8, 2000). A copy of the Voluntary Petition filed by TSR Wireless with the United States Bankruptcy Court for the District of New Jersey is attached hereto as "Exhibit A."

² Chapter 7 Trustee's Application in Support of Order Authorizing Trustee to Operate Business and Interim Use of Cash Collateral at 1-2, In re TSR Wireless LLC (Bankr. NJ) (Case No. 00-41857) (filed Dec. 12, 2000); see also Order Authorizing Trustee to Operate Business and Interim Use of Cash Collateral, In re TSR Wireless LLC (Bankr. NJ) (Case No. 00-41857) (filed Dec. 12, 2000).

³ See Order Authorizing Trustee to Operate Business and Interim Use of Cash Collateral, In re TSR Wireless LLC (Bankr. NJ) (Case No. 00-41857) (filed December 12, 2000); Second Order Authorizing Trustee to Operate Business and for Interim Use of Cash Collateral, In re TSR Wireless, LLC (Bankr. NJ) (Case No. 00-41857) (filed Dec. 18, 2000).

⁴ TSR Wireless Holdings LLC is a member of TSR Wireless and holds a 100 percent interest in TSR Wireless. TSR Wireless and the Trustee filed an FCC Form 603 (Application for Assignments of Authorizations and Transfer of Control) on January 2, 2001 (File No. 0000304908), and filed an FCC Form 312 (Application for Satellite Space and Earth Station Authorizations for Transfers of Control or Assignment) on January 10, 2001 with the Commission to transfer the FCC license holdings of TSR Wireless from TSR Wireless Holdings LLC, the transferor, to the Trustee, the transferee.

⁵ The filing fees for the FCC Form 603 are \$39,760.00 and the filing fees for the FCC Form 312 are \$810.00.

above, TSR Wireless has filed for bankruptcy under Chapter 7 of the U.S. Bankruptcy Code. In light of TSR Wireless' bankruptcy petition, the payment of over \$40,000 for application filing fees will cause further financial hardship for TSR Wireless and, ultimately, cause its creditors to shoulder additional costs.

Pursuant to Section 1.1117(a) of the its Rules, the Commission may waive and defer filing fees in specific instances upon a showing of good cause and where a waiver or deferral of filing fees would promote the public interest.⁶ The Commission has stated that it will grant waivers of such fees upon a "sufficient showing of financial hardship,"⁷ and it has observed that "evidence of bankruptcy or receivership is sufficient to establish financial hardship" for purposes of Commission waiver of regulatory fees.⁸

The Commission has recognized that a bankruptcy trustee "generally is subject to the Commission's rules and regulations...[but] has a specific statutory mission and that strict enforcement of [the Commission's] rules may conflict with the bankruptcy laws."⁹ Specifically, a trustee is "charged with the duty of disposing of the assets in a manner that maximize[s] the interests of the creditors."¹⁰ The Commission, furthermore, has previously determined that granting a waiver requested by a bankruptcy trustee "serve[s] the public interest by accommodating the bankruptcy laws and by enabling [the

⁶ 47 C.F.R. § 1.1117(a). Section 1.1117(a) provides "The fees established by this subpart may be waived or deferred in specific instances where good cause is shown and where waiver or deferral of the fee would promote the public interest."

⁷ Implementation of Section 9 of the Communications Act Assessments and Collection of Regulatory Fees for the 1994 Fiscal Year, Memorandum Opinion and Order, 10 FCC Rcd 12759, 12761 ¶ 13 (1995); see Mobilemedia Corp.; Applicant for Authorizations and Licenses of Certain Stations in Various Services, Memorandum Opinion and Order, 14 FCC Rcd 8017, 8027 ¶ 40 (1999) (granting Mobilemedia's waiver of application filing fees).

⁸ Implementation of Section 9 of the Communications Act of Assessments and Collection of Regulatory Fees for the 1994 Fiscal Year, Memorandum Opinion and Order, 10 FCC Rcd at 127562 ¶ 14.

⁹ Application of Martin W. Hoffman, Trustee, For the Renewal of the License of Station WHCT-TV, Hartford, Connecticut, Memorandum Opinion and Order, 12 FCC Rcd 11722, 11723 ¶ 4 (1997) (upholding the Office Managing Director's decision to waive a hearing fee deadline and grant request of bankruptcy trustee for acceptance of late hearing fee).

bankruptcy trustee] to carry out his responsibilities as the appointed trustee....”¹¹ Thus, consistent with past Commission policy of waiving its fees for bankrupt companies, the Commission should find, pursuant to Section 1.1117(a) of the Rules, that a grant of the instant petition will serve the public interest because it would permit the Trustee to conserve the assets of TSR Wireless for the benefit of creditors as contemplated by the bankruptcy code, while continuing to operate TSR Wireless and offer its customers uninterrupted service.

In addition, a deferral of the filing fees is requested while the Trustee’s request for waiver is under consideration. Section 1.1117(d) of the Commission’s Rules provides that deferral of fees may be granted for a period of up to six months.¹² With respect to TSR Wireless’ pending transfer of control applications, the filing fees associated with the FCC Form 603 filed on January 2, 2001 are due on January 12, 2001. Additionally, the filing fees associated with the FCC Form 312 filed on January 10, 2001 must be submitted to the Commission by January 20, 2001. It is likely that the Trustee’s instant request to waive the filing fees associated with the parties’ transfer of control applications will still be under review by the Commission when the foregoing filing fees are due. Accordingly, the Trustee requests that the Commission defer the payment of the fees associated with the filing of the FCC Form 603 and FCC Form 312 until July 2, 2001 or such time as the Commission acts upon the Trustee’s petition to waive the filing fees associated with the FCC Form 603 and FCC Form 312, whichever date occurs first.

¹⁰ LaRose v. FCC, 494 F.2d 1145, 1149 (D.C. Cir. 1974).

¹¹ Application of Martin W. Hoffman, Trustee, 12 FCC Rcd at 11723 ¶ 4; See Mobilemedia Corporation, 14 FCC Rcd at 8027 ¶ 40 (Commission “waiver of the fee will serve the public interest by enabling Mobilemedia to preserve assets that will accrue to innocent creditors.”).

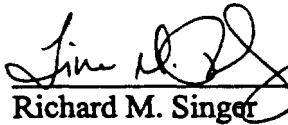
¹² 47 C.F.R. § 1.1117(d) (“Deferrals of fees will be granted for an established period of time not to exceed six months.”).

III. Conclusion

For the reasons set forth herein, the Trustee respectfully requests that the Commission grant its petition to waive and defer the FCC application filing fees in connection with the transfer of control of the radio licenses held by TSR Wireless to the Trustee.

Respectfully submitted,

By:



Richard M. Singer

Tina M. Pidgeon

Alisa M. Everts

Drinker Biddle & Reath LLP
1500 K Street, N.W., Suite 1100
Washington, D.C. 20005
(202) 842-8812

Counsel for Charles M. Forman, Chapter 7
Trustee for TSR Wireless LLC

Dated: January 10, 2001

EXHIBIT A

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): _____ Page 2	
Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)			
Location Where Filed: _____		Case Number: _____	Date Filed: _____
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: TSR Wireless Holdings LLC		Case Number: _____	Date Filed: December 8, 2000
District: New Jersey		Relationship: parent company of debtor	Judge: _____
Signatures			
Signature(s) of Debtor(s) (Individual/Joint) I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.		Signature of Debtor (Corporation/Partnership) I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition. TSR Wireless Holdings LLC managing member of TSR Wireless LLC	
X _____ Signature of Debtor		X _____ Signature of Authorized Individual	
X _____ Signature of Joint Debtor		Mitchell L. Sacks Printed Name of Authorized Individual	
_____ Telephone Number (If not represented by attorney)		President and Chief Executive Officer Title of Authorized Individual	
_____ Date		December 8, 2000 Date	
Signature of Attorney X _____ Signature of Attorney for Debtor(s) Julio C. Gomez Printed Name of Attorney for Debtor(s) Latham & Watkins Firm Name One Newark Center Address Newark, New Jersey 07101 (973) 639-1234 Telephone Number December 8, 2000 Date		Signature of Non-Attorney Petition Preparer I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.	
_____ Printed Name of Bankruptcy Petition Preparer		_____ Social Security Number	
_____ Address		_____ Address	
_____ Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document:		_____ Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document:	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.	
Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.		X _____ Signature of Bankruptcy Petition Preparer	
X _____ Signature of Attorney for Debtor(s)		_____ Date	
_____ Date		A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.	

SCHEDULE 1

LOCATION OF PRINCIPAL ASSETS

New York Market (NY/NJ/CT)

1029-8P Stamford Mall #29 118 Broad St. Stamford, CT 06902 (203) 406-0663	1032-8S Norwalk Mall #32 24 Helden Ave. Norwalk, CT 06850 (203) 846-1188	1049-9K Danbury Mall #49 7 Backus Avenue Danbury, CT 06810 (203) 798-6517
1033-8T Waterbury Mall #33 44 Bank St. Waterbury, CT 06702 (203) 753-6026	1031-8R Orange Store #31 260 Bull Hill Lane Orange, CT 06477 (203) 795-8239	1040-9B Plainville Store #40 17 Farmington Ave. Plainville, CT 06062 CLOSED
1009-88 Willowbrook Mall #10 1239 Willowbrook Mall Wayne, NJ 07470 (973) 785-8590	1020-8F Ledgewood Store #20 410 Route 10 Ledgewood, NJ 07852 (973) 252-8880	1023-8I Ridgewood Store #23 8 Chestnut St. Ridgewood, NJ 07451 CLOSING 3/31/00
1010-89 Washington Bridge Plaza #11 2151 Lemoyne Ave. store #B3 Fort Lee, NJ 07024 (201) 944-7800	1022-8H Sayerville Shopping Center #22 960 Route 9 Sayerville, NJ 08872 (732) 316-2010	1028-8N Butler Store #28 221 Buxton Ave. Butler, NJ 07405 (973) 283-2712
1014-8U Edison Store #34 126 Plainfield Ave. Edison, NJ 08817 (732) 393-0818	1038-8Y Preakness Shopping Center #38 1220 Hamburg Tpke. Wayne, NJ 07040 (973) 305-9649	1030-8Q Princeton MarketFair #30 3535 US Route 1 Princeton, NJ 08540 (609) 514-9064
1059-9V Colchester Plaza #59 293 Route 18 East Brunswick, NJ 08816 (732) 698-2200	1013-85 Eastchester Plaza #14 20 Mill Rd. Eastchester, NY 10707 (914) 779-0200	1039-9A Brick Store #39 1777 Route 88 Brick, NJ 08724 (732) 206-1164
1042-9D & 1045-9G Freehold Raceway Mall #42 & #45 3710 US Highway 9 Freehold, NJ 07728 (732) 863-0010 or 0893	1000-91 Wantagh Store #1 1971 Wantagh Ave. Wantagh, NY 11793 (516) 781-2453	1016-8C Centereach Store #17 1759D Middle Country Rd. Centereach, NY 11720 CLOSED
1017-8D Brooke Plaza #18 3450A Long Beach Rd. Oceanside, NY 11572 CLOSING 3/31/00	1011-87 Melville Store #12 767A Rt. 110 Melville, NY 11747 CLOSED	1004-95 Mineola Store #5 132 Jericho Tmpk. Mineola, NY 11505 CLOSED
1001-92 Valley Stream Store #2 243 Rockaway Ave. Valley Stream, NY 11580 (516) 568-1234	1050-9L Forest Hills Store #50 117-20 Queens Blvd. Forest Hills, NY 11360 (718) 520-6816	1027-8M Lexington Avenue Store #27 1276 Lexington Ave. New York, NY 10028 (212) 426-4500
1047-9I	1005-96	1007-9B

Staten Island Store #21 748 Port Richmond Ave. Staten Island, NY 10302 (718) 815-3582	Bohemia Store #6 4481 Sunrise Hwy. Bohemia, NY 11716 (516) 244-8500	Hicksville Store #8 415 S. Broadway Hicksville, NY 11801 (516) 937-0000
1024-8J Penn Station #24 Amtrack Level Unit #69A New York, NY 10001 (212) 239-7333	1006-97 White Plains Store #7 148A Mamaroneck Ave. White Plains, NY 10603 CLOSED	1053-9P Tanglewood Shopping Center #53 2252 Central Park Avenue Yonkers, NY 10710 CLOSED
1025-8K Nanuet Store #25 68 Route 59 Nanuet, NY 10954 (914) 623-3575	1048-9J Syosset Store #48 57 Jackson Ave. Syosset, NY 11791 (516) 677-0280	1057-9I West Babylon Store #57 672 Sunrise Hwy West Babylon, NY 11704 CLOSED
1021-8G Hyland Shopping Center #47-Port Authority 2626 Hyland Blvd Staten Island, NY 10306 (718) 979-2000	1008-99 Pleasantville Store #9 2 Washington Ave. Pleasantville, NY 10570 (914) 773-0000	1043-9E 8th Avenue Store #43 67 8th Ave. New York, NY 10014 (212) 229-1715
1055-9R Brass Mills Center #55 495 Union Street-Unit #1078 Waterbury, CT 06706 (203) 596-1500	1052-9N Greenwich Avenue Store #52 1-5 Greenwich Ave. New York, NY 10016 (212) 462-4028	1056-9S Hartford Store #56 114 Asylum Street Hartford, CT 06103 (860) 728-1515
1054-9Q Galleria at White Plains #54 100 Main Street White Plains, NY 10601 (914) 949-0101	1058-9U Palisades Center #58 4472 Palisades Center Drive #G405 West Nyack, NY 10994 (914) 348-1500	
1061-9X Meriden Square 470 Lewis Avenue Meriden, CT 06451	1060-9W Enfield Square Space No. 9008 Enfield, CT	1062-9Y Poughkeepsie Galleria 790 South Road Poughkeepsie, NY 12601
Parker Plaza (Corp. Office) 400 Kelly Street Fort Lee, NJ 07024 (201) 947-5300	CNBC Bldg. (Corp. Office) 2200 Fletcher Avenue Fort Lee, NJ 07024 (201) 947-5300	Clifton Screen Room 65 Kingsland Avenue Clifton, NJ 07014 (973) 773-2959
1062-84 Galleria At Crystal Run 1 Galleria Drive Suite 142 Middletown, NY 10941		
Boston Market		
209-8C	205-8C	204-8B

Crossroads Shopping Center 34 Cambridge Street, Unit 1 Burlington, MA 01803 (781) 229-2200	Plaza 114 67 Winthrop Ave. Lawrence, MA 01843 (978) 725-5300	Church Park 197A Massachusetts Ave. Boston, MA 02115 (617) 236-7272
207-BE Northgate Plaza 339 Squire Rd. Revere, MA 02151 (781) 485-1200	200-B7 Meadow Glenn Mall 3850 Mystic Valley Parkway Medford, MA 02155 (781) 396-3336	202-B9 Harvard Community Health Bldg. 18 Holland St. Somerville, MA 02144 (781) 666-6600
208-BF Quincy Store 1433 Hancock Street Quincy, MA 02169 (617) 479-8709	211-BJ Vinnin Square 11 Paradise Road Salem, MA 01970 (978) 745-6499	214-BM Westgate Mall 200 Westgate Drive Brockton, MA 02401 (508) 588-0990
Fieldstone Marketplace (CLOSED 4/30/99) 500 Kings Highway New Bedford, MA 02745 (508) 998-2800	213-BL Boston University 708 Commonwealth Avenue Boston, MA 02215 (617) 859-4560	210-BH Watertown Mall 550 Arsenal St. Watertown, MA 02172 (617) 923-2034
215-BN Hampshire Mall 367 Russell Street Hadley, MA 01035 (413) 582-7900	216-BQ Steeplegate Mall 270 Loudon Road Concord, NH 03301 (603) 230-9400	219-BU Searstown Mall State Hwy 2 & Commercial Road #44 Leominster, MA 01453 (978) 840-0221
Boston Market (continued)		
221-BW Washington Street Store (Downtown Cross) 288 Washington Street Boston, MA 02108	217-B5 Holyoke Mall 50 Holyoke Street, F-380 Holyoke, MA 01041 (413) 540-0000	218-BT North Dartmouth Mall 200 North Dartmouth Drive #1328 Dartmouth, MA 02747 (508) 990-1200
222-BW Independence Mall Route 3 and Smith Line Kingston, MA	212-BK 500 West Cummings Park, #1800 (OFFICE) Woburn, MA 01801 (781) 939-0933	
220-BV Natick Mall 1245 Worcester Street Natick, MA 01760	223- Providence Place 100 Francis St., # A201 Providence, RI 02903	
Lemoyne Market		
717 Market Street Suite 113 Lemoyne, PA 17043 (717) 761-0504	305-21 Capital City Mall 3489 Capital City Mall Drive Camp Hill, PA 17011 (717) 730-3809	312-2G Chambersburg Mall 864 Chambersburg Mall Chambersburg, PA 17201 (717) 264-1544
304-20	309-2D	301-17

100 Dover Mall #3038 Dover, DE 19901-2287 (302) 678-5006	1182 East Route 70 Cherry Hill, NJ 08077 609-216-7666	2600 MacDade Blvd. Holmes, PA 19043 (610) 237-1200
402-3A US Highway 22 & RT #248 Easton, PA 18044 610-258-6311	413-3M Consumer Square Shopping Center 2300 Wrangletons/Mays Landing Rd. Mays Landing, NJ 08077 609-645-2055	414-3N South Mall 3300 Lehigh Street Allentown, PA 18103 (610) 709-8906
418-3T Neshaminy Mall 4021 Neshaminy Blvd. # 652 Bensalem, PA 19020 (215) 953-5990	416-3R Cumberland Mall 100 Cumberland Mall Vineland, NJ 08360 (609) 765-0635	417-35 Coventry Mall Route 724 & 100 Bypass Pottstown, PA 19465 (610) 718-0760
Philadelphia Main Office 500 West Dutton's Mill Road, Suite 200 Aston, PA 19014 (610) 485-8380	Philadelphia Switch 514 Heron Drive Bridgeport, NJ (609) 241-8157	420 Exton Square Mall 100 Exton Square Exton, PA 19341
Pittsburgh		
2107 Pittsburgh Office/Retail 4768 McKnight Road - Suite 100 Pittsburgh, PA 15237 (412) 364-5818	2100-#B Shenango Mall 3303 East State Street Hermitage, PA 16148 (724) 983-2300	2101-#9 Uniontown Mall 1368 West Main Street Uniontown, PA 15401 (724) 438-6300
2103-#B Beaver Valley Mall Space K-5 Monaca, PA 15061 (724) 774-3029	2102-#A Washington Mall 1500 West Chestnut Street Washington, PA 15301 (724) 229-7592	2104-#C Canonsburg Shop N Save 617 West Pike Street Canonsburg, PA 15317 CLOSED
2105-#E South Hills Village 301 South Hills Village Pittsburgh, PA 15241 (412) 833-4024	2106-#D Ross Park Mall 1000 Ross Park Mall Drive Pittsburgh, PA 15237 (412) 364-8003	
DC Market		
Willston Centre II 6134 Arlington Blvd., Suites A & C Falls Church, VA 22044 CLOSED	6802 Industrial Drive Suite 105 Beltsville, MD 20705 (301) 931-8115	509-WG Springfield Mall 6777 Springfield Mall Springfield, VA 22150 (703) 313-6220
500-W7 Meadows Shopping Center 6628 Security Blvd. Baltimore, MD 21207 (410) 594-9699	505-WC Landmark Mall 5801 Duke Street Alexandria, VA 22304 (703) 642-8001	506-WD Harford Mall 634 Bel Air Road, Suite #34A Bel Air, MD 21014 (410) 420-0045
508-WF Marley Station	507-WE Fair Oaks Mall	510-WH Manassas Mall

7900 Ritchie Highway, #B-103 Glen Burnie, MD 21061 (410) 553-0095	11750 Fair Oak Fairfax, VA 22033 (703) 273-9080	8300 Sudley Road - Space K-2 Manassas, VA 20109
511-WI Towson Towne Center 825 Dulaney Valley Road Towson, MD 21204	513-WK Security Square Mall 6901 Security Blvd Baltimore, MD 21244	512-WJ Owing Mills 10300 Mill Run Circle Owing Mills, MD 21117-4205
DC Office 15550 Wilson Blvd. Arlington, VA 22209		
Richmond		
Richmond Office/Retail 7760 Shrader Road - Unit C Richmond, VA 23228 (804) 672-8858	1901-R8 Virginia Center Commons 10101 Broad Road Glen Allen, VA 23060	Southpark Mall 230 Southpark Circle B-70 Colonial Heights, VA 23834
Virginia Beach		
2000-V7 Virginia Beach Office/Retail (Existing) 116 Independence Blvd Virginia Beach, VA 23462 (757) 499-4466	2001-V8 Patrick Henry Mall (10/15/98) 12300 Jefferson Avenue Newport News, VA 23602 (804) 269-0220	2002-V9 Military Circle Mall (2/1/99) 880 North Military Hwy #1185 Norfolk, VA 23502 (757) 446-7239
2003-VA Coliseum Mall (4/1/99) 1800 West Mercury Blvd., Space FP-2 Hampton, VA 23666 (757) 896-0250	2004-V8 MacArthur Center (4/24/99) 300 Monticello Avenue (RMU-03) Norfolk, VA 23510 (757) 623-6474	2005-VD Chesapeake Square 4200 Portsmouth Blvd Chesapeake, VA 23321
2006-VC Greenbrier Mall 1401 Greenbrier Parkway South Chesapeake, VA 23320-2890		
Ft. Lauderdale- Miami		
1401-F8 West Palm Beach Store 2505 H Okeechobee Blvd West Palm Beach, FL 33401 (561) 687-2232	1402-F9 Main Office/Retail 275 Alhambra Circle Coral Gables, FL 33114 CLOSED	1400-F7 Main Office/Retail 4901 NW 17th Way, Suite 17 Ft. Lauderdale, FL 33309 (954) 351-9522
	1403-FA Treasure Coast Square 3174 NW Federal Highway #3364 Jensen Beach, FL 34957	1404-FB Palm Beach Mall 1801 Palm Beach Lakes Blvd. West Palm Beach, FL 33401
Tech Facility 2214 NW 22nd Street Pompano Beach, FL 33069		

Fl. Myers**1500-G7**

Fort Myers Store
5100 South Cleveland Avenue #311
Fl. Myers, FL 33931
(941) 936-2299

1501-G8

Naples Store
2116 Tamiami Trail - Unit 2
Naples, FL 33931
(941) 649-8255

1502-G9

Bonita Springs Office
27241 Bay Landing Drive - Unit B11
Bonita Springs, FL 34152
(941) 949-2111

1503-GA

Edison Mall
4125 Cleveland Avenue - K-1A
Ft. Myers, FL 33901

Terminal Facility/Switch
2502 Second Street - Suite 203
Ft. Myers, FL 33931

1505-GC

Lakeshore Mall
US Highway 27 North
Sebring, FL 33870

1504-G8

Port Charlotte Town Center
1441 Tamiami Trail
Port Charlotte, FL 33948

Tampa**1602-P9**

University Mall
12204K University Mall Court
Tampa, FL 33612
(813) 910-9850

Main Office
3904 Corporex Park Drive, Ste 125
Tampa, FL 33619
CLOSED

1600-P7

Brandon Store
2108 West Brandon Blvd
Brandon, FL 33511
(813) 653-0045
CLOSED 10/31/99

Two Urban Centre (NEW MAIN OFFICE)
4890 West Kennedy Blvd #590
Tampa, FL 33609
(813) 207-0888

Tech Facility
5301 West Cypress Street
Suite 100A-108
Tampa, FL 33607

1600-P7

Brandon Town Center
459 Brandon Town Center
Brandon, FL 33511

1603-PA

Lakeland Square
3800 Route 98 North - #K970
Lakeland, FL 33809

1604-PB

Gulf View Square
9409 US Highway 19 - #K801
Port Richey, FL 34668

1605-PC

Crystal River Mall
1801 NW Highway #19 - #K577
Crystal River, FL 34428

1606-PD

Sarasota Square Mall
8201 Tamiami Trail, # K2
Sarasota, FL 34238

Lake Shore Mall
901 US Highway North, # 34
Sebring, FL 33870

Orlando**1700-H7**

Main Office/Retail
283 Northlake Blvd - Suite 200
Altamonte Springs, FL 32701
407-339-9339

1701-H8

Melbourne Store
2994 West New Haven Avenue
West Melbourne, FL 32904
407-951-1282

1702-

Lake Square Mall
10401 US Highway 441
Leesburg, FL 34788

Indianapolis, IN 46240 CLOSED 3402-19 Glendale Galleria 62nd Street & Keystone Avenue Indianapolis, IN 46220	Indianapolis, IN 46278 Opening Soon	Indianapolis, IN 46278 Opening Soon
St. Louis 2800-27 St. Louis Office/Retail 10086 Page Avenue St. Louis, MO 63132 (314) 428-5805	2805-ZC St. Clair Square Mall 134 St. Clair Square #K11 Fairview Heights, IL 62208 (618) 632-9827	2802-Z9 Crestwood Mall 164 Crestwood Plaza #K9040 St. Louis, MO 63126 (314) 961-3966
2803-ZA Northwest Plaza 317K Northwest Plaza St. Ann, MO 63074 (314) 409-8166	2801-ZB South County Center 85 South County Centerway #K9012 St. Louis, MO 63129 (314) 894-8544	2804-ZB Mid Rivers Mall 1600 Mid Rivers Mall #K9040 St. Peters, MO 63376 (314) 278-8620
Appleton 3300-17 Appleton Office/Retail 849 North Casaloma Drive Appleton, WI 54911 (920) 730-8395	3301-18 Forest Mall 835 West Johnson Street Fond du Lac, WI 54935 (920) 924-6095	3302-19 Centerpoint Marketplace 1201 Third Court Stevens Point, WI 54481 To be announced
Madison Madison Office/Retail 7475 Mineral Point Road - Suite 22 Madison, WI 53717 CLOSED	2200-17 Madison Office/Retail 7826 Mineral Point Road Madison, WI 53717 (608) 829-0380	2201-18 Madison Store 551 State Street Madison, WI 53703 (608) 258-8171
2202-19 West Towne Mall West Towne Mall Drive Madison, WI 53719 (608) 829-1610	2203-1A East Towne Mall East Towne Mall Drive Madison, WI 53704 (608) 249-8820	Madison Switch 2326 Daniels Street - Unit B Madison, WI
Milwaukee 2300-K7 Milwaukee Office/Retail 1233 North Mayfair Road Milwaukee, WI 53226 (414) 475 1940	2302-K9 Regency Mall 5538 Durand Avenue PK20 Racine, WI 53406 (414) 598-0488	2303-KA Brookfield Square Mall Space PK65 95 N. Moorland Road Brookfield, WI 53005
2304-K8 Bayshore Mall 1-43 & Silver Spring Road Glendale, WI 53217 (coming soon)	2305-KC Grand Avenue Mall 275 West Wisconsin Avenue Milwaukee, WI 53203	

Superstition Marketplace 1155 South Power Road, Suite 124 Mesa, AZ 85206 (602)924-5480	Cottonwood Plaza 1100 S. Highway 260, Suite C-31 Cottonwood, AZ 85326 (520)634-6711	Foothills Park Place/AHWATUKEE 4910 East Ray Road, Suite C-15 Phoenix, AZ 85044 CLOSED
Phoenix Market (continued)		
601-78 Country Club Plaza 1140 South Country Club, Suite 111B Mesa, AZ 85210 (602)649-3350	612-7F ABCO Shopping Center (Closed) 7119 E. Shea Blvd, Suite 106 Scottsdale, AZ 85254 (602)368-0132	615-71 Alta Mesa Plaza (CLOSED 5/31/99) 5251 E. Brown Road, Suite 107 Mesa, AZ 85205 (602)830-8458
607-7A Cobblestone Village 1761 E. Warner Road, Suite A-16 Tempe, AZ 85284 (602)491-3126	618-7L University Plaza 1135 South Plaza Way Flagstaff, AZ 86001 (520)214-6151	606-83 Westport Village 6611 West Peoria Ave, Suite F-8 Glendale, AZ 85302 (602)486-7696
Tempe Switch 2219 South 48th Street, Suite H Tempe, AZ 85282	619-7M Flagstaff Mall 4650 North Highway 89, Space KB2 Space KB2 Flagstaff, AZ 86001	
Tucson Market		
705 Palo Verde Office/Store 4555 S. Palo Verde Rd., Suite 107 & 12 Tucson, AZ 85714 (520)747-8700	701-68 Speedway Plaza 5470 E. Speedway Blvd., Suite 111 Tucson, AZ 85712 (520)881-5710	702-69 Midvale Park 1645 W. Valencia Rd., Suite 111 Tucson, AZ 85706 (520)746-4747
700-67 Broadway Store 1830 East Broadway, Suite 172 Tucson, AZ 85719 (520)670-1040	704-6B Plaza del Rio Shopping Center 2574 W. 16th St., Suite A-1 Yuma, AZ 85364 (520)782-3414	703-6A Northpoint Village Shopping Center 6781 N. Thornydale Rd., Suite 243 Tucson, AZ 85741 (520)797-2322
707-6E Tanque Verde Road Store 6630 E. Tanque Verde Rd. Tucson, AZ 85715 CLOSED	706-6D Plaza Vista Mall 629 N. State Hwy 90 #2 Sierra Vista, AZ 85635 (520)417-2696	708-6F Tucson Mall Unit No. 201 Tucson, AZ
709-6C The Mall at Sierra Vista 2200 El Mercado Loop Sierra Vista, AZ 85635		
Los Angeles Market		
907-57 2093 N. Tustin Ave. Orange, CA 92666 (714)282-8170	903-5B 12177 Carson St. Hawaiian Gardens, CA 90716 CLOSING 3/31/00	912-5K 8243-A Sepulveda Blvd. Van Nuys, CA 91402 (818)830-0859

908-SG

Whittier Marketplace
11743 Whittier Blvd.
Whittier, CA 90602
(310)908-6577

906-SE

San Dimas Plaza-CLOSED
1053 Arrow Hwy.
San Dimas, CA 91773
(909)305-8955

901-S9

Brea Square
235 Imperial Hwy.
Brea, CA 92621
(714)257-0112

916-SQ

Reseda Plaza
18501 Victory Blvd.
Reseda, CA 91335
(818)881-9712

923-SX

Westminster Mall
1025 Westminster Mall
Westminster, CA 92684

Los Angeles Market (continued)

Pacific Corporate Towers
100 N. Sepulveda Blvd., Suite 100
El Segundo, CA 90245
(310) 563-7200

Santa Fe Springs Tech. Facility
10370 Slusher Drive, Unit 7
Santa Fe, CA 90670

Sacramento Market**1100-S7**

Arden Way Store
3102 Arden Way
Sacramento, CA 95825
(916) 487-1400

1110-SG

Citrus Heights Store
6630 Greenback Lane
Citrus Heights, CA 95621
REOPENED

913-SL

Newhall Mall
23566 Lyons Ave., Suite #104
Newhall, CA 91321
(805)288-2680

905-SD

Magnolia Towne Center
6143 Magnolia Ave.
Riverside, CA 92506
(909)778-0677

917-SR

Antelope Valley Mall
1233 Avenue P
Palmdale, CA 91351
(805)274-9595

919-ST

Northridge Fashion Center
9301 Tampa Avenue #203
Northridge, CA 91324
(818) 718-7025

921-SV

Fox Hills Mall (Kiosk)
9010 Fox Hills Mall
Culver City, CA 90230-6482
(310) 572-7870

LA Screen Room
217 Arena Street
El Segundo, CA

Promenade, Woodland Hills
6100 Topanga Canyon Blvd
Woodland Hills, CA 91367
CLOSED

1101-S8

Florin Road Store
4399 Florin Rd.
Sacramento, CA 95823
(916) 428-1400

1116-SN

Solano Mall
1350 Travis Blvd #9017
Fairfield, CA 94533-4695
(707) 425-9700

910-SI

Rancho Santa Margarita
30606 Santa Margarita Pkwy.
Rancho Santa Margarita, CA 92688
(714)888-5523

922-SW

Mall of Victor Valley
14400 Bear Valley Road, # 527
Victorville, CA 92392
(760) 241-8988

909-SII

Bristol Marketplace
1702 N. Bristol Ave.
Santa Ana, CA 92701
CLOSED

920-SU

Los Cerritos Center
9010 Los Cerritos Center
Cerritos, CA 90703
(310) 402-3365

918-SS

Fox Hills Mall (Store)
314 Fox Hills Mall
Culver City, CA 90230-6482
(310) 390-4223

Tech Facility

21300 Erwin Street
Woodland Hills, CA 91367
(818) 346-0583

1106-SC

Pacific Plaza
5940 Pacific Ave.
Stockton, CA 95207
(209) 472-1404

1109-SF

TJ Maxx Plaza
1850 Douglas Blvd., Suite 402
Roseville, CA 95661
(916) 782-2000

1119-SS

Downtown Plaza
545 I Street
Sacramento, CA 95814
(916) 446-5084

Sacramento Switch
5580 Power Inn Road
Sacramento, CA 95820

San Diego Market

807-4F

Carmel Mountain 4F
12075 Carmel Mountain Rd.
San Diego, CA 92128
(619)592-6612

800-47

Oceanside 47
3910 W. Vista Way, Suite 105
Oceanside, CA 92056
CLOSED

803-4B

Chula Vista 4B
1177 Broadway, Suite 16
Chula Vista, CA 91911
CLOSING 8/13/00

805-4D

Hillcrest Colonnade 4D
1278 University Ave.
San Diego, CA 92103
(619)574-7770

802-4A

El Cajon 4A
1291 E. Main St. Suite 106
El Cajon, CA 92021
(619)593-0505

808-4C

Kearny Mesa 4C
8062 Clairemont Mesa Blvd.
San Diego, CA 92111
(619)268-5050

806-4E

Circuit City Plaza 4E
339 N. El Camino Real, Suite B
Encinitas, CA 92024
(619)634-5422

801-49

Point Loma Plaza 49
3639 Midway Dr., Suite D
San Diego, CA 92110
CLOSED

804-4C

College Center 4C
6303 El Cajon Blvd., Suite 1
San Diego, CA 92115
(619)287-5558

809-4H

University Towne Centre
4545 La Jolla Village Drive, #9007
San Diego, CA 92122-1212
(619) 455-5200

811-4J

Parkway Plaza
415 Parkway Plaza, #9009
El Cajon, CA 92260-3324
(619) 579-8300

810-4I

North County Fair
272 E. Via Rancho Parkway, #9030
Escondido, CA 92025
(760) 233-2200

812-4L

Temecula Valley Promenade
40820 Winchester Road
Space 2540
Temecula, CA 92591

813-4K

Plaza Camino Real
2525 El Camino Real
Carlsbad, CA 92008

San Francisco Market

1102-S9

Woodside Central Plaza
2517 El Camino Real
Redwood City, CA 94061
(650)363-1400

1103-SA

Willow Glen Plaza
1120 Bird Ave, Suite F
San Jose, CA 95125
(408) 278-1400

1107-SD

Berkeley Store
1109A University Avenue
Berkeley, CA 94702
(510)843-5060

1108-SE

Castro Valley Store
20440 Redwood Road
Castro Valley, CA 94546
(510) 583-1401

1112-SJ

Oakland Store
530 Grand Avenue
Oakland, CA 94610
(510) 832-1480

1111-SH

Mission Plaza
26953 Mission Blvd., Suite C
Hayward, CA 94544
(510) 247-1644

San Francisco Market (continued)

1113-SK

Walnut Creek Store

1114-SL

Primer Center

1115-SM

Stoneridge Mall

490 Ygnacio Valley Road Walnut Creek, CA 94596 1120-ST Santa Rosa Plaza 2059 Santa Rosa Plaza #1059 Santa Rosa, CA 95401 (707) 591 9183 Tech Facility 23575 Cabot Blvd. Hayward, CA 94545 (510) 783-7370	2300 16th Street San Francisco, CA 94103 (415) 861-4434 1118-SR Valley Fair Mall 2855 Stevens Creek Blvd #9024 Santa Clara, CA 95050-6709 (408) 261-9300	1024 Stoneridge Mall Road, #112 Pleasanton, CA 94566 (925) 416-1900 1117-SQ Oakridge Mall 925 Blossom Hills Roads #9021 San Jose, CA 95123-1294 (408) 226-9100
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In addition to the foregoing, the Debtors also own approximately 1,800 transmission antennas and related property and equipment located throughout the United States.

EXHIBIT A

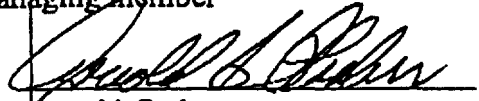
SECRETARY'S CERTIFICATE

I, Arnold Graber, the undersigned assistant secretary of TSR Wireless Holdings LLC, the managing member of TSR Wireless LLC (the "Company"), do hereby certify that, on December 5, 2000, the managing member of the Company adopted the resolutions attached hereto and recorded these resolutions in the minute book of the Company, which have not been modified or rescinded, and are still in full force and effect.

IN WITNESS THEREOF, I have hereunto set my hand this 8th day of December, 2000.

TSR WIRELESS LLC
a Delaware limited liability company

By: **TSR WIRELESS HOLDINGS LLC**
its managing member

By: 
Arnold Graber
Assistant Secretary

TSR WIRELESS HOLDINGS LLC**Resolutions of
The Management Committee****December 5, 2000**

The undersigned, being Managers of the Management Committee of TSR Wireless Holdings LLC ("TSR Holdings"), a Delaware limited liability company and Managing Member of TSR Wireless LLC (the "Company"), a Delaware limited liability company, hereby adopt the following resolutions of TSR Holdings:

RESOLVED, that management of TSR Holdings and the Company is authorized to file in its discretion a petition or petitions for relief under Chapter 7 of Title 11 of the United States Code (the "Bankruptcy Code") on behalf of both TSR Holdings and the Company in any United States Bankruptcy Court in any jurisdiction where such a filing would be proper (the "Bankruptcy Court"); and it is further

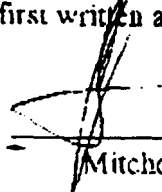
RESOLVED, that the officers of TSR Holdings are authorized and empowered to execute on behalf of Holdings and the Company a petition or petitions for relief under Chapter 7 of the Bankruptcy Code and to file such a petition or petitions in the Bankruptcy Court, and to execute any affidavits, forms, schedules, applications or any other pleadings or documents which are necessary or appropriate, including debtor-in-possession financing arrangements; and it is further

RESOLVED, that the officers of TSR Holdings are authorized to retain on behalf of Holdings and the Company the law firm of Latham & Watkins as bankruptcy co-counsel and such law firm as the officers may select in their discretion as local bankruptcy co-counsel in the jurisdiction where such petition or petitions are filed, upon such terms and conditions as the officers shall approve, to render legal services to, and to represent, TSR Holdings and the Company in connection with such Chapter 7 proceedings and other related matters in connection therewith; and it is further

RESOLVED, that the officers of TSR Holdings are authorized and directed to take any and all further action and to execute and deliver any and all such further instruments and documents and to pay all such expenses (subject to approval by the Bankruptcy Court, if necessary), where necessary or appropriate in order to carry out fully the intent and to accomplish the purposes of the resolutions adopted herein; and it is further

RESOLVED, that all actions taken by the officers of TSR Holdings in connection with the reorganization of TSR Holdings and the Company or any matter related thereto, or by virtue of these resolutions, are hereby in all respects ratified, confirmed, and approved.

The undersigned members of the Management Committee of TSR Holdings do hereby adopt the foregoing resolution as of the date first written above.



Mitchell L. Sacks




Leonard P. DiSavino

Philip Sacks

Scott H. Williamson

Loren Cohen

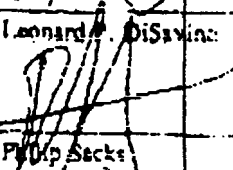
The undersigned members of the Management Committee of TSR Holdings do hereby
adopt the foregoing resolution as of the date first written above



Mitchell L. Sacks



Leonard J. DiSavino



Philip Sacks

Scott H. Williamson

Loren Cohen

12/06/00 10:58 FAX 847 459 8045

Kinko's-Buffalo Grove

0003/003

The undersigned members of the Management Committee of TSR Holdings do hereby adopt the foregoing resolution as of the date first written above.

Mitchell L. Sacks

Leonard P. DiSavino

Philip Sacks

Scott H. Williamson

Loren Cohen
Loren Cohen

CERTIFICATE OF SERVICE

I, Tina M. Pidgeon, hereby certify that a copy of the foregoing Petition of Chapter 7 Trustee for Waiver and Deferral of Application Fees in Connection with FCC Form 603 and FCC Form 312 was delivered to each of the following parties by hand delivery, unless otherwise indicated, on January 10, 2001.

Magalie Roman Salas
Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Room TW-A325
Washington, D.C. 20554
(Original and 4 copies)

Andrew S. Fishel
Federal Communications Commission
445 Twelfth Street, S.W.
Room TW-A325
Washington, D.C. 20554

Sandra Danner
Wireless Telecommunications Bureau
Federal Communications Commission
445 Twelfth Street, S.W.
Room 4-B511
Washington, D.C. 20554

Tina M. Pidgeon